

EXHIBIT C

**ACTION BY WRITTEN CONSENT
OF THE SOLE DIRECTOR OF
NEON MACHINE, INC.
(a Delaware corporation)**

January 13, 2023

Pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, the undersigned, being the members of the Board of Directors (the “**Board**”) of Neon Machine, Inc., a Delaware corporation (the “**Corporation**”), hereby adopts and approves the following resolutions by written consent without a meeting.

1. Ratification of SAFE Financing.

WHEREAS, the Corporation previously issued those certain Simple Agreements for Future Equity on January 13, 2023 in the aggregate principal amount of \$5,000,000 for additional working capital to the parties and in the amounts listed on Exhibit A hereto and in the form attached as Exhibit B-1 and Exhibit B-2 hereto (together, the “**SAFEs**”, and such sale and issuance of the SAFEs, the “**SAFE Financing**”).

NOW, THEREFORE, BE IT RESOLVED, that the SAFE Financing is hereby ratified, confirmed, adopted and approved in all respects.

RESOLVED FURTHER, that the form, terms and conditions of each SAFE are hereby ratified, confirmed, adopted and approved (together with any changes thereto which the officers of the Corporation approve, such approval being conclusively evidenced by any officer’s signature thereto).

RESOLVED FURTHER, that the Board hereby ratifies, confirms, approves and adopts all actions previously taken by officers or directors of the Corporation in connection with the foregoing resolutions, including the execution of the SAFEs.

2. Ratification of Letter Agreement.

WHEREAS, in connection with the SAFE Financing, the Corporation entered into (i) that certain letter agreement with Polychain Ventures III LP Polychain Ventures III (Parallel) LP (together, “**Polychain**”), dated January 13, 2023 in the form attached hereto as Exhibit C (the “**Polychain Letter Agreement**”).

NOW, THEREFORE, BE IT RESOLVED, that each of the Letter Agreements is hereby ratified, confirmed and approved.

RESOLVED FURTHER, that the Board hereby ratifies, confirms, approves and adopts all actions previously taken by officers or directors of the Corporation in connection with the foregoing resolutions, including the execution of the Side Letter Agreements.

3. Ratification of Warrants.

WHEREAS, the Corporation previously issued those certain Warrants to Purchase Tokens on January 13, 2023 in the aggregate principal amount of \$1,000 in the form attached as Exhibit D-1 and Exhibit D-2 hereto (together, the “*Token Warrants*”).

NOW, THEREFORE, BE IT RESOLVED, that the Token Warrants are hereby ratified, confirmed, adopted and approved in all respects.

RESOLVED FURTHER, that the form, terms and conditions of each of the Token Warrants, respectively, are hereby ratified, confirmed, adopted and approved (together with any changes thereto which the officers of the Corporation approve, such approval being conclusively evidenced by any officer’s signature thereto).

RESOLVED FURTHER, that the Board hereby ratifies, confirms, approves and adopts all actions previously taken by officers or directors of the Corporation in connection with the foregoing resolutions, including the execution of the Token Warrants.

4. Ratification.

RESOLVED, that the Board hereby ratifies, confirms, approves and adopts all actions previously taken by officers or directors of the Corporation that are approved by the foregoing resolutions.

5. Enabling Resolution.

RESOLVED, that each of the officers of the Corporation is authorized to do or cause to be done any and all such further acts and to execute and deliver any and all such additional documents as such officer may deem necessary or appropriate in order to carry into effect the purposes and intent of the foregoing resolutions.

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This consent shall be effective as of the date signed below (unless otherwise noted in the resolutions).

Date: 2/15/2023

Date: 1/16/2023

Date: 1/17/2023

Date: 3/6/2023

Date: 2/15/2023

DocuSigned by:

Cort Javarone

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Cort Javarone, Director

DocuSigned by:

Mark Long

C5A64AB6380E4E7...

Mark Long, Director

DocuSigned by:

Ben Perszyk

67A96009B21054AC...

Ben Perszyk, Director

DocuSigned by:

Pierre Planche

F34502C43F0049D...

Pierre Planche, Director

DocuSigned by:

Ned Sherman

DA19A0AEDB21419...

Edward Sherman, Director

EXHIBIT A

Schedule of SAFE Holders

Holder	Principal Amount	Date
Polychain Ventures III LP	\$3,255,437	1/13/2023
Polychain Ventures III (Parallel) LP	\$1,744,563	1/13/2023
Total	\$5,000,000	

EXHIBIT B-1

Form of SAFE

EXHIBIT B-2

Form of SAFE

EXHIBIT C

Polychain Letter Agreement

EXHIBIT D-1

Token Warrant

EXHIBIT D-2

Token Warrant